

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the members of OK PLAY INDIA LIMITED will be held on Thursday, the 29th day of September, 2022 at 12.30 P.M. to transact through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

(a) the standalone Ind AS financial statements of the Company for the financial year ended on 31st March, 2022, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors’ Report and Auditors’ report thereon.

(b) the consolidated Ind AS financial statements of the Company for the financial year ended on 31st March, 2022, including audited Balance Sheet, audited statement of Profit & Loss and Cash Flow Statement as on that date along with Directors’ Report and Auditors’ report thereon.

2. To appoint a Director in place of Mr. Rishab Handa (DIN: 08174892), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s J Madan & Associates, Chartered Accountants (Firm Registration No. 025913N) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the thirty-eight AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. Re-appointment & Payment of remuneration to Mr. Rajan Handa (DIN 00194590) as Managing Director

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 188,196,197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, SEBI(LODR) Regulations,2015 and subject to approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Rajan Handa (DIN 00194590) as Managing Director of the Company after the expiry of his current term for a period of

three years from 01 March 2023 to 28 February 2026 with liberty to Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration be paid including perquisites subject to the same not exceeding the limits specified under Schedule V of the Companies Act 2013 as set out hereunder:

I. Salary:

Basic Salary: Rs. 7,00,000/- (Rupees Seven Lakh Only) per month with effect from 01 March 2023.

II. Allowances & Perquisites

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs. 7,00,000/- per month. Allowances & Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company’s car with driver, Residential Telephones, Special Allowances etc.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, ceiling under each of the above heads shall be fixed/re-fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 7,00,000/- or to allow any other perquisite.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year or during the tenure of Mr. Rajan Handa (DIN- 00194590), as Managing Director, the remuneration (including perquisites) as set out aforesaid be paid to him as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, increase, modify or alter the remuneration and perquisite in such manner as may be agreed between the Board of Directors and Mr. Rajan Handa within and in accordance with the provisions of the Companies Act, 2013 or any statutory modification thereto and as may be stipulated by the Central Government.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

5. Re-Appointment and Payment of Remuneration to Mr. Raghav Handa (DIN: 08174904) as Whole Time Director of the company

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 188,197 and198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI(LODR)Regulations,2015 and subject to approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Raghav Handa (DIN: [08174904](#)) as Whole Time Director of the Company after the expiry of his current term for a period of three years

from 20 March 2023 to 19 March, 2026 with liberty to Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration and the said remuneration be paid including perquisites subject to the same not exceeding the limits specified under Schedule V of the Companies Act 2013, as set out hereunder:

I. Salary:

Basic Salary: Rs. 4,00,000/- (Rupees Four Lakh only) per month with effect from 20 March, 2023.

II. Allowances & Perquisites:

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs. 4,00,000/- (Rupees Four Lakh only) per month. Allowances & Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company's car with driver, Residential Telephones, Special Allowances etc. for the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

However, ceiling under each of the above heads shall be fixed/re-fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 4,00,000/- per month to allow any other perquisite.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year or during the tenure of Mr. Raghav Handa (DIN-08174904), as Director, the remuneration (including perquisites) as set out aforesaid be paid to him as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, increase, modify or alter the remuneration and perquisite in such manner as may be agreed between the Board of Directors and Mr. Raghav Handa within and in accordance with the provisions of the Companies Act, 2013 or any statutory modification thereto and as may be stipulated by the Central Government.

RESOLVED FURTHER THAT Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

6. Re-Appointment and Payment of Remuneration to Mr. Rishab Handa (DIN: 08174892) as Whole Time Director of the company

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 188,197 and198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI(LODR)Regulations,2015 and subject to approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded for the re-appointment

and payment of remuneration to Mr. Rishab Handa (DIN: 08174892) as Whole Time Director of the Company after the expiry of his current term for a period of three years from 20 March 2023 to 19 March, 2026 with liberty to Board of Directors (hereinafter referred to as “ the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration and the said remuneration be paid including perquisites subject to the same not exceeding the limits specified under Schedule V of the Companies Act 2013, as set out hereunder:

I. Salary:

Basic Salary: Rs. 4,00,000/- (Rupees Four Lakh only) per month with effect from 20 March, 2023.

II. Allowances & Perquisites:

Allowances & Perquisites shall be allowed in addition to Salary. However, it shall be restricted to an amount equal to Rs. 4,00,000/- (Rupees Four Lakh only) per month. Allowances & Perquisites are broadly classified as follows, viz., House Rent Allowance, Gas, Electricity, Water & Furnishing, PF & retirement benefits and Leave Travel Concession as per rules of the Company, Personal Accident Insurance, Meal vouchers, Books & Periodicals, use of Company's car with driver, Residential Telephones, Special Allowances etc. for the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

However, ceiling under each of the above heads shall be fixed/re-fixed as may be mutually agreed to between the Company and the Appointee so as not to exceed the limit of Rs. 4,00,000/- per month to allow any other perquisite.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year or during the tenure of Mr. Rishab Handa (DIN- 08174892), as Director, the remuneration (including perquisites) as set out aforesaid be paid to him as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, increase, modify or alter the remuneration and perquisite in such manner as may be agreed between the Board of Directors and Mr. Rishab Handa within and in accordance with the provisions of the Companies Act, 2013 or any statutory modification thereto and as may be stipulated by the Central Government.

RESOLVED FURTHER THAT Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

7. Re-appointment of Mr. Atul Nripraj Barar (DIN: 00805515) as an Independent Director

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Atul Nripraj Barar (DIN:00805515), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 01 October 2022.”

8. Ratification of remuneration of the cost auditor for the financial year 2022-23

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100) appointed as the Cost Auditor by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23 on a remuneration of Rs. 60,000/- per annum, be and is hereby ratified.”

Date: 5th September ,2022

**By order of the Board of Directors
for OK PLAY INDIA LIMITED**

Place: New Delhi

**Meenu Goswami
Company Secretary**

Notes:

1. In view of COVID-19 pandemic and pursuant to General Circular No. 02/2022 dated May 05, 2022 read with General Circular nos. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021 General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI), and all other relevant circulars issued from time to time, (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence the 33rd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a

- common venue. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.
2. Since, the AGM is being conducted through VC/ OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
 3. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mailmepkp@gmail.com with a copy marked to evoting@nsdl.co.in.
 4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
 6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of director being reappointed at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is appended hereto and forms part of this Notice.
 7. a) The Register of Members and Share Transfer Books of the Company will remain closed from 23 September, 2022 to 29 September, 2022 (both days inclusive).
b) The remote e-voting period commences on Monday, September 26, 2022 (09:00 a.m.) and ends on Wednesday, September 28, 2022 (05:00 p.m.). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2022, may cast their vote by remote e-voting.
 8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with PIN Code number. In case shares are in demat form, members are requested to update their bank detail with their depository participant.
 9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
 10. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, atleast one week before the meeting.
 11. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
 12. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.

13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
14. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2021-2022 including notice of 33rd AGM is being sent only through electronic mode; to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to MAS Services Limited having their office at T – 34, Okhla Industrial Area, Phase - II, New Delhi – 110 020 or send an E-mail at: info@masserv.com. Members holding shares in dematerialised form need to contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.
17. TRANSFER & TRANSMISSION OF SHARES
 - (1) Mandatory processing of Transfer & Transmission request in Demat form: As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has with effect from 24th January, 2022 mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition, etc. In view of the above and to eliminate the risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact ABS Consultants Private Limited to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure.
 - (2) Simplified Procedure for transmission of securities and Issuance of Duplicate Share certificates: SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circular.

18. Members can login and join the AGM 15 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first- come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

In case you have not registered your email ID with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment is annexed to the notice.
18. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given below.

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

The remote e-voting period begins on Monday, September 26, 2022 at 09:00 A.M. and ends on Wednesday, September 28, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e. September 22, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders Holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL Id AS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://services.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https:// es e r v i c e s . n s d l . c o m / SecureWeb/IdeasDirect Reg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e- Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com /myeasi/ Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on

	<p>registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> <p>Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e- Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 1 2 * * * * * * * * * * * * * * * * * * then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e- Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/ Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mailmepkp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in or to our RTA at info@masserv.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send a signed request letter with Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@masserv.com or info@okplay.in.
2. In case shares are held in demat mode, please update your email ID with your depository and provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, updated client master to info@masserv.com or info@okplay.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e- Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e- VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e- Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e- Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@okplay.in. The same will be replied by the company suitably.

General Instructions

- (i) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (ii) Mr. Puneet Kumar Pandey, Practicing Company Secretary (Membership No. ACS-29848 & CP No. 10913), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (iii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.

- (iv) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a

consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.okplay.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

Statement pursuant to the Section 102(1) of the Companies Act, 2013

Item No. 3

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 01 September, 2022, proposed the appointment of M/s J Madan & Associates, Chartered Accountants (Firm Registration No.: 025913N), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of this AGM till the conclusion of thirty-eight AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

M/s J Madan & Associates have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

The Following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No 4

Mr. Rajan Handa was appointed as Managing Director in the meeting held on 26 September, 2019 with effect from 01 March 2020 to 28 February 2023. The Nomination and Remuneration Committee having regard to the various requirements stipulated in Schedule V, have recommended re-appointment of Mr. Rajan Handa for a term of 3 (Three) years commencing from 01 March 2023 to 28 February 2026 on the terms and conditions mentioned in the proposed resolution subject to approval of the shareholders. As per conditions stipulated in the Schedule V, special resolution for payment of remuneration shall be for a period not exceeding 3 years.

The Nomination & Remuneration Committee having regard to various requirement stipulated in Schedule V, have fixed the remuneration payable to Mr. Rajan Handa, Managing Director of the Company.

The Notice read with the Explanatory Statement and contents therein may be treated as an abstract of the terms of remuneration payable to Mr. Rajan Handa under Section 190 of the Companies Act, 2013.

Hence, the proposed special resolution seeks approval of shareholders.

DISCLOSURES

Item No 5 & 6

Mr. Raghav Handa and Mr. Rishab Handa are working as Whole-Time Directors of the Company since 20 March 2020; as their tenure is expiring on 19 March 2023, therefore the Nomination and Remuneration Committee having regard to the various requirements stipulated in Schedule V, have recommended re-appointment of Mr. Raghav Handa and Mr. Rishab Handa as Whole-Time Directors for a further term of 3 (Three) years commencing from 20 March,2023 to 19 March,2026 on the terms and conditions mentioned in the proposed resolution subject to approval of the shareholders. As per conditions stipulated in the Schedule V, special resolution for payment of remuneration shall be for a period not exceeding 3 years.

The Nomination & Remuneration Committee at their meeting held on 05 August, 2022 having regard to various requirements stipulated in Schedule V, have fixed the remuneration payable to Mr. Raghav Handa and Mr. Rishab Handa.

The Notice read with the Explanatory Statement and contents therein may be treated as an abstract of the terms of remuneration payable to Mr. Raghav Handa and Mr. Rishab Handa under Section 190 of the Companies Act, 2013.

Hence, the proposed special resolutions seek approval of shareholders.

In this regard, as required under Part II, Section II (iv), of Schedule V to the Companies Act, 2013 the following information is furnished:

I. GENERAL INFORMATION

1) Nature of Industry:

The Company is in the manufacturing of plastic moulded toys, outdoor play stations school furniture and auto components.

2) Date of commencement of commercial Production:

The Company commenced its commercial production in the year 1990.

3) Financial Performance based on given indicators:

(Rs. in Lakhs)

	2019-20	2020-21	2021-22
Sales	6440.10	6748.23	7206.55
Profit Before tax	(752.34)	(873.62)	(1132.26)
Profit after tax	(274.18)	(700.68)	(821.88)

II. INFORMATION ABOUT THE APPOINTEES

4) Background details, recognition/awards

Mr. Rajan Handa is a B.Tech and has over 36 years of rich Industrial Experience. He has had various positions handling process, production, technical services, project development, market development and implementation. He is the main driving force behind the Company's growth right from the time of its incorporation.

Mr. Raghav Handa & Mr. Rishab Handa, both graduates from State University, Pennsylvania have graduated in the field of Industrial Engineering and have been working full time in the Company since May, 2015.

Mr. Raghav Handa is involved in the areas of identification, adoption and implementation of new technologies and products to ensure that the offerings of the Company are at par with International standards. He is also responsible for the value engineering exercises as well as overseeing efficient and lean manufacturing processes.

Mr. Rishab Handa, presently working in the capacity of Chief Financial Officer is actively involved in all functions to ensure the improvement of the bottom line of the Company. He has been instrumental in designing and implementing business strategies focused at exploiting the resources of the Company for optimum profits. Apart from developing and adopting innovative strategies focused towards business growth, he is also responsible for ensuring corporate governance and ensuring transparent accounting systems.

Their knowledge and experience has been invaluable to the Company and their presence on the Board will enable the Company in maintaining the continuity in strategic leadership and governance.

Past remuneration:

(Rs. in Lakhs)

Period	Mr. Rishab Handa	Mr. Raghav Handa	Mr. Rajan Handa
01.04.2021-31.03.2022	89.51	89.51	162

5) Job profile and suitability

Mr. Rajan Handa as Managing Director is responsible for overall management of the affairs of the Company subject to superintendence and guidance of the Board of Directors. With the requisite knowledge and expertise as detailed in the background and considering the talent and skills acquired in the course of his career development, it is considered that the appointee is suitable for the assignment.

Considering the qualifications of both Mr. Raghav Handa and Mr. Rishab Handa as given above, they are both found to be suitable for re-appointment as Whole Time Directors of the Company.

6) Remuneration proposed

Details of remuneration payable to Mr. Rajan Handa, Mr. Raghav Handa and Mr. Rishab Handa, Whole Time Directors are furnished in the resolution under item no.4, 5 and 6 of the Notice.

The Remuneration in the form of salaries, allowances, etc. has been fixed by the Nomination and Remuneration Committee of the Board, subject to maximum annual remuneration not exceeding the limits prescribed under Schedule V of the Companies Act, 2013.

7) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Taking into consideration (a) the size of the organization (b) the level of operation of the unit (c) the invaluable experience by the incumbents (d) adverse business scenario faced by the Company and tight market situation (e) efforts required to be put in by the incumbents to bring back the Company to be profit making and (f) industrial norms on remuneration package to Directors in Plastic Molding Industries, it is considered that the remuneration package is reasonable.

8) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any

Mr. Rajan Handa, Mr. Raghav Handa and Mr. Rishab Handa have no pecuniary relationship with the Company directly or indirectly except to the extent of the remuneration received / receivable by them from the Company and their respective holding in the Company's equity share capital.

III. OTHER INFORMATION

Reason of loss or inadequate profits:

The management continues to evaluate the current resource requirements and the future skill sets needed to drive the business towards more sustainable growth.

Steps taken for improvement:

The Company has always endeavored to review the past challenges and plans to shape a promising future. As the company moves ahead, we shall put in more hard work and efforts to beat our own benchmarks.

Expected increase in productivity and profits in measurable terms:

There is a robust demand for toys in India, which can be seen as an opportunity for the company. We are confident that we shall be able to deliver even better performance in coming years. The Company is taking effective steps to improve operational efficiency to maintain the earnings. With continued focus on innovation and high technology and improving efficiency, the Company is likely to achieve its business targets.

The Shareholders of the Company have been informed about the remuneration of Mr. Rajan Handa, Mr. Rishab Handa and Mr. Raghav Handa through the disclosures made in the Corporate Governance Report attached to the Directors' report.

Except Mr. Rajan Handa, Mr. Rishab Handa and Mr. Raghav Handa and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives

are concerned or interested in this resolution. Your Directors recommend the above Special Resolution No.4, 5 and 6 for approval.

Item No. 7

Mr. Atul Nripraj Barar (DIN 00805515) is an Independent Non-Executive Director of the Company. Pursuant to the Act, Mr. Atul Nripraj Barar was appointed as an Independent Non-executive Director to hold office for five consecutive years for a term upto 30 September 2022, by the members of the Company in the 28th AGM held on 29 September 2017. As per section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the company for another term of upto five consecutive years on the Board of the Company. He is a graduate and has vast experience in strategic and financial planning; and member of the Board of Directors of OK PLAY INDIA LIMITED since 2017. Performance Evaluation of Mr. Barar was carried out by the Nomination and Remuneration Committee covering the various aspects of SEBI Guidance Note and based on its recommendation, he is being proposed to be reappointed for a further period of five (5) years. In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Mr. Barar being eligible, offers himself for reappointment as an Independent Director for five consecutive years for a term upto 30 September 2027. In the opinion of the Board, Mr. Barar fulfils the conditions specified under the Act, the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Atul Barar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company on any working day excluding Saturday, upto the date of Annual General Meeting between 11:00 a.m. and 1:00 p.m. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Atul Nripraj Barar as an Independent Director. Except Mr. Atul Nripraj Barar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in this resolution. Your Directors recommend the above Special Resolution for approval. Please refer Table given in this Notice for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.

Please refer below Table for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 29 SEPTEMBER 2022

Name of the Director	Mr. Rajan Handa	Mr. Rishab Handa	Mr. Raghav Handa	Mr. Atul Nripraj Barar
DIN	00194590	08174892	08174904	00805515
Date of Birth	09.12.1959	14.03.1993	14.03.1993	01.05.1962
Date of Appointment	19.08.1988	20.03.2020	20.03.2020	04.09.2017
Qualification	B.E	Graduate from State	Graduate from State	B.Com

		University, Pennsylvania	University, Pennsylvania	
Experience & Expertise in specific functional area	He has wide experience in Production and overall management related functions.	As mentioned in the Explanatory Statement attached to this Notice		A seasoned professional with more than 30 years of experience in strategic and financial planning
Terms & Conditions of appointment/ re-appointment	As mentioned in the Explanatory Statement attached to this Notice			
Remuneration last drawn	As mentioned in Corporate Governance Report(forming part of Annual Report 2021-22)			
Shareholding in the Company as on 31.03.2022	10286862	2500	2500	NIL
Relationship with other directors and KMPs of the Company	Mrs. Mamta Handa- Wife Mr. Rishab Handa- Son Mr. Raghav Handa- Son	Mr. Rajan Handa- Father Mrs. Mamta Handa- Mother Mr. Raghav Handa- Brother	Mr. Rajan Handa- Father Mrs. Mamta Handa- Mother Mr. Rishab Handa- Brother	NIL
No. of Meetings of Board attended during the year	14	14	14	4
List of Companies* in which outside directorship held	1.OK Play Auto Private Limited 2.OK Play Healthcare Private Limited 3.Isht Technologies Private Limited 4.RIRA E-Vehicles Private Limited	1.OK Play Healthcare Private Limited 2.ISHT Technologies Private Limited 3.RIRA E-Vehicles Private Limited 4.RMRS Electric Vehicles Private Limited	1.OK Play Healthcare Private Limited 2.ISHT Technologies Private Limited 3.RIRA E-Vehicles Private Limited 4.RMRS Electric Vehicles Private Limited	1.Lingaraj Industrial Private Limited 2.Manipur Mines & Minerals Private Limited 3.Lingaraj Projects Private Limited 4.Lingaraj Infraprojects Private Limited 5.Odi Realty LLP

Chairman/Member of the Committees* of Board of Directors of Indian Companies	NIL	NIL	NIL	NIL
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* includes directorship/ committee positions in other Indian companies.

Item No. 8

The Board on the recommendation of the Audit Committee has appointed M/s Goyal, Goyal & Associates (FRN 000100) as the Cost Auditors of the Company for the financial year 2022-23 which was approved by the Board in its meeting held on 02 June 2022. As per Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders. Hence, this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution. Your Directors recommend the above Ordinary Resolution for approval.

Date: 5th September 2022

**By order of the Board of Directors
for OK PLAY INDIA LIMITED**

Place: New Delhi

**Meenu Goswami
Company Secretary**